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Debtor and Debtor in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
: :
ALPER HOLDINGS USA, INC., : Case No. 07-12148 (BRL)
: :
: :
Debtor. :
-----x

**APPELLEE'S COUNTER-DESIGNATION OF RECORD
ON APPEAL AND STATEMENT OF ISSUES TO BE
PRESENTED PURSUANT TO FED. R. BANKR. P. 8006**

Pursuant to Federal Rule of Bankruptcy Procedure 8006,
Alper Holdings USA, Inc. (the "Alper"), as debtor and debtor in
possession, respectfully submits, by and through its undersigned
counsel, its counter-designation of record on appeal and
statement of issues to be presented to the United States
District Court for the Southern District of New York, with
respect to the Memorandum Decision and Order Granting Objections
of Alper Holdings USA, Inc. to Proofs of Claim Filed by (i)
Armstrong Plaintiffs and (ii) Holt Plaintiffs, entered on
February 25, 2008 (Docket No. 157) (the "Order") by the United
States Bankruptcy Court for the Southern District of New York.

On March 5, 2008, Jon and Charlotte Armstrong (referred to collectively herein as the "Armstrongs") filed a Notice of Appeal regarding the Order (Docket No. 164). On March 17, 2008, the Armstrongs filed the Designation of Record on Appeal (Docket No. 176) (the "Armstrong Designation") and Statement of Issues on Appeal (Docket No. 177).

Alper respectfully submits this counter-designation in response to the Armstrong Designation.

I. COUNTER-DESIGNATION OF DOCUMENTS TO BE INCLUDED IN THE RECORD ON APPEAL

Alper submits the following items from the Bankruptcy Case Docket (Case No. 07-12148 (BRL)) for inclusion in the record on appeals in addition to the items set forth in the Armstrong Designation:¹

| Number | Entered On | Docket No. | Description |
|--------|------------|------------|---|
| 1. | 02/20/2008 | 152 | Objection of Alper Holdings USA, Inc. to Amendment of Proofs of Claim (Claim Nos. 12 And 13) Filed By Armstrong Plaintiffs |
| 2. | 02/28/2008 | 170 | Transcript of Hearing Held on February 21, 2008 Re: Alper Holdings USA, Inc.'s Objections to Claims of Harry Holt Plaintiffs and Armstrong Plaintiffs |

¹ Each of the documents designated herein to be included in the records on appeal includes all exhibits, schedules and other attachments to such documents.

II. STATEMENT OF ISSUES ON APPEAL

Alper disagrees with the Statement Of Issues on Appeal filed by the Armstrongs. In accordance with Fed. R. Bankr. P. 8010(a)(2), Alper will present its counter-statement of issues in its appellee brief.

Dated: New York, New York
March 31, 2008

MILBANK, TWEED, HADLEY & McCLOY LLP

By: /s/ Jessica L. Fink
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